

16-6a-713 Nonprofit corporation's acceptance of votes.

- (1) If the name signed on any of the following corresponds to the name of a member, the nonprofit corporation, if acting in good faith, may accept and give the following effect as the act of the member:
 - (a) a vote;
 - (b) a consent;
 - (c) a written ballot;
 - (d) a waiver;
 - (e) a proxy appointment; or
 - (f) a proxy appointment revocation.
- (2) If the name signed on any writing listed in Subsection (1) does not correspond to the name of a member, the nonprofit corporation, if acting in good faith, may accept the writing and give it effect as the act of the member if:
 - (a)
 - (i) the member is an entity; and
 - (ii) the name signed purports to be that of an officer or agent of the entity;
 - (b)
 - (i) the name signed purports to be that of an administrator, executor, guardian, or conservator representing the member; and
 - (ii) evidence of fiduciary status acceptable to the nonprofit corporation with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (c)
 - (i) the name signed purports to be that of a receiver or trustee in bankruptcy of the member; and
 - (ii) evidence of this status acceptable to the nonprofit corporation with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (d)
 - (i) the name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member; and
 - (ii) evidence acceptable to the nonprofit corporation of the signatory's authority to sign for the member has been presented with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (e)
 - (i) two or more persons are the member as cotenants or fiduciaries;
 - (ii) the name signed purports to be the name of at least one of the cotenants or fiduciaries; and
 - (iii) the person signing appears to be acting on behalf of all the cotenants or fiduciaries;
 - (f) the acceptance of the writing listed in Subsection (1) is otherwise proper under rules established by the nonprofit corporation that are not inconsistent with this Subsection (2).
- (3) The nonprofit corporation is entitled to reject a writing listed in Subsection (1) if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about:
 - (a) the validity of the signature on it; or
 - (b) the signatory's authority to sign for the member.

- (4) The nonprofit corporation and its officer or agent who accepts or rejects a writing listed in Subsection (1) in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.
- (5) Corporate action based on the acceptance or rejection of a writing listed in Subsection (1) under this section is valid unless a court of competent jurisdiction determines otherwise.

Enacted by Chapter 300, 2000 General Session